



## **COMPENSATION COMMITTEE CHARTER**

### **RARE EARTH AMERICAS, INC. (as of October 28, 2025)**

#### **PURPOSE**

The purpose of the Committee is to assist the Board of Directors (the “Board”) in administering the Company’s executive and director compensation program with due consideration to any pertinent risks, in development and retention of senior management, in reviewing the performance of senior management, in recommending compensation for the Chief Executive Officer and in reviewing and approving individual compensation for other executive officers. The Committee shall make its determinations and recommendations in accordance with policies that may be approved by the Board from time to time. The guiding philosophy of the Committee in determining compensation for executives is the need to provide a compensation package that is competitive and motivating, will attract and retain qualified executives, and encourages and motivates performance. Performance includes achievement of the Company’s strategic objectives and the enhancement of shareholder value. In recommending compensation for executive officers, the Committee shall take into consideration individual performance, responsibilities, length of service and levels of compensation provided by industry competitors.

#### **COMMITTEE MEMBERSHIP AND QUALIFICATIONS**

The Committee shall be comprised of at least three members, each of whom satisfies the independence requirements of any applicable laws, regulations and NYSE listing requirements or in the event the Company is not listed on the NYSE, such other stock exchange listing requirements, and Rule 10-A of the Securities Exchange Act of 1934 (the “Exchange Act”). The members of the Committee shall be recommended to the Board by the Nominating & Corporate Governance Committee and be appointed annually at the first meeting of the Board after the annual meeting of shareholders at which directors are elected and each member shall serve until (i) the next annual meeting of shareholders; (ii) they resign; (iii) their successors are duly appointed; or (iv) such member is removed from the Committee by the Board with or without cause. The Board shall designate a chair (“Chair”) from among the members of the Committee.

#### **MEETINGS**

The Committee shall meet at least biannually and more frequently as it determines necessary. A meeting of the Committee may be held by means of such telephonic, electronic or other communication as to permit all persons participating in the meeting to communicate adequately with each other during the



meeting. A majority of the members and, in any case, not less than two (2) members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum. Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may waive notice of a meeting, and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called

The Chair of the Committee (or in his or her absence, a member designated by the Committee members present) will preside at each meeting and, in consultation with the other members of the Committee and management, will set the agenda for each meeting. The Committee may request any officer or employee of the Company or any of its subsidiaries, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information as the Committee requests, but the Committee reserves the right in its discretion to meet at any time in executive session. The Chief Executive Officer may not be present during the Committee's voting or deliberations regarding the Chief Executive Officer's compensation. The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chair or any other member of the Committee designated by the Committee to make such report. The Committee will keep written minutes of its meetings, which minutes will be available to every member of the Board. The Committee may also take action from time to time by unanimous written consent.

## **DUTIES AND RESPONSIBILITIES**

In furtherance of the Committee's purpose as set forth above, the following shall be the common recurring duties and responsibilities of the Committee. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by the Company's bylaws and applicable law or listing standard.

1. **Executive Compensation.** The Committee shall have the following duties and responsibilities with respect to the Company's executive compensation plans:
  - a. Review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.



- b. Evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation plans, and, make recommendations to the Board with respect to determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider factors as it determines relevant, which may include, for example, the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Company in past years. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so.
- c. Consider the Chief Executive Officer recommendations regarding compensation, and determine and approve the compensation of the other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.
- d. Evaluate annually the appropriate level of compensation, including cash and equity, for Board and Committee service by non-employee directors.
- e. Review and approve any severance or termination arrangements to be made with any executive officer of the Company.
- f. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan.
- g. Review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board.
- h. Consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.
- i. Review and discuss with management the Company's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
- j. Review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.
- k. Review and approve, to the extent it deems necessary, the terms of any compensation "clawback" or similar policy (including as may be required by applicable law) or agreement



between the Company and its executive officers or other employees subject to Section 16 of the Exchange Act for recovering incentive-based compensation.

- l. Consider and recommend to the Board share ownership guidelines for executive officers and non-employee directors and oversee compliance with such guidelines.
- m. Review and approve the compensation committee report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
- n. Perform such other functions as assigned by law, the Company's charter or bylaws or the Board.

Notwithstanding anything to the contrary in the foregoing, the Committee shall have sole discretion and authority with respect to any action regarding compensation payable to the Chief Executive Officer or other executive officers of the Company that the Committee intends to constitute "qualified performance-based compensation" for purposes of Section 162(m) of Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder.

2. **General Compensation and Employee Benefits.** The Committee shall have the following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

- a. Review at least annually the goals and objectives of the Company's general compensation plans and other employee benefits plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
- b. Review at least annually the Company's general compensation plans and other employee benefits plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.
- c. Review all equity-compensation plans to be submitted for shareholder approval under the NYSE American listing standards, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement.
- d. Review and approve all issuances of equity securities pursuant to the Company's equity-compensation plans or issuances outside of the Company's equity-compensation plans intended as compensation, which review and approval may include the delegation of a pool of equity to the Chief Executive Officer which pool may be used to grant equity securities to non-executive officers solely pursuant to the Company's equity-compensation plans.
- e. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.



## **DELEGATION**

The Committee shall have the ability to form and delegate authority to subcommittees, comprised of one or more members of the Committee. Each subcommittee shall have the full power and authority of the Committee within the authority delegated to the subcommittee or member(s).

## **OUTSIDE ADVISERS**

The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. Prior to any engagement, the Committee shall take into account the independence of such consultants or advisors as required pursuant to Section 805 of the NYSE American Company Guide and Rule 10C-1(b)(4) under the Exchange Act. The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any director may, with the prior approval of the Chair of the Board, engage an outside advisor at the reasonable expense of the Company in circumstances where such director and the Chair of the Board determine that it is appropriate in order for such director to fulfill that director's responsibilities as director, provided that the advice sought cannot properly be provided through the Company's management or through the Company's advisors in the normal course. If the Chair of the Board is not available in the circumstances or determines that it is not appropriate for such director to so engage outside counsel, the director may appeal the matter to the Committee, whose determination shall be final.

## **AMENDMENT**

The Board shall have the authority to amend or modify any provision of this Charter at any time.

APPROVED: Board of Directors

DATE: October 28, 2025